

RESOLUTION NO. 245-2000
(ADOPTED DECEMBER 5, 2000)

**APPROVING REVISED DOCUMENTS RELATED TO MULTIFAMILY
HOUSING REVENUE BOND FINANCING FOR THE ACQUISITION
AND REHABILITATION OF AN AFFORDABLE RESIDENTIAL
RENTAL FACILITY LOCATED AT 1590 BROADWAY, KNOWN AS
NOTRE DAME APARTMENTS, AND APPROVING RELATED
DOCUMENTS AND AUTHORIZING RELATED ACTIONS AS PART
OF THE AGENCY'S HOUSING PRESERVATION PROGRAM;
CITYWIDE TAX INCREMENT HOUSING PROGRAM**

BASIS FOR RESOLUTION

1. In furtherance of the objectives of the California Community Redevelopment Law, constituting Health and Safety Code Section 33000 et seq. (the "Law"), the Redevelopment Agency of the City and County of San Francisco (the "Agency") undertakes programs for the reconstruction and rehabilitation of slums and blighted areas in the City and County of San Francisco (the "City").
2. The Agency is authorized by Chapter 8, commencing with Section 33750, of Part 1 of Division 24 of the Health and Safety Code of the State of California (the "Act") to issue revenue bonds and make loans to finance the cost of acquisition and rehabilitation of multifamily residential housing developments for occupancy, in part, by persons of low income.
3. On October 31, 2000, the Agency adopted a resolution (the "Prior Resolution") authorizing the issuance of multifamily housing revenue bonds (the "Bonds") under the Act to provide funds to make a loan (the "Loan") to Notre Dame Housing Partners, L.P., a California limited partnership (the "Borrower") in order to finance the acquisition and rehabilitation by the Borrower of a 205-unit multifamily housing development located at 1590 Broadway, known as Notre Dame Apartments (the "Project"), and approving documents related to the Bonds and the Loan.
4. The Bonds were to be sold by means of a direct placement with Citibank, F.S.B. ("Citibank"), and Citibank has now requested that the financial structure for the Bonds be altered from a direct placement with Citibank to a variable rate demand bond the payment of which is secured by a letter of credit to be provided by Citibank, N.A. (the "Bank"), at no additional cost to the Agency or the Borrower.
5. As an incentive to the Agency and the Borrower to cooperate in the proposed change in the financial structure for the Bonds, Citibank has agreed to pay or cause to be paid all costs of the Agency and the Borrower arising from the change in the Bond structure, as well as to reduce the interest rate payable by the Borrower on the Loan, resulting in substantial economic benefit to the Project.

6. In order to implement the proposed change in the financial structure for the Bonds, it is necessary for the Agency to approve various documents, as provided in this Resolution.
7. All acts, conditions and things required by the Act and the Law, and by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing represented by the Bonds and the Loan do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Agency is now duly authorized and empowered, pursuant to each and every requirement of law, to authorize such financing and to authorize the execution and delivery of documents related thereto, for the purposes, in the manner and upon the terms contemplated in this Resolution.

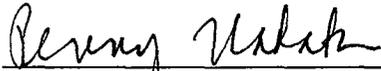
RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that:

1. Pursuant to the Act, the Agency hereby affirms its authorization in the Prior Resolution of the issuance and delivery of the Bonds. The Bonds shall be issued in a single series designated as the "Redevelopment Agency of the City and County of San Francisco Variable Rate Demand Multifamily Housing Revenue Bonds (Notre Dame Apartments), Series 2000G." The Bonds shall be in an aggregate principal amount of not to exceed \$16,643,472. The Executive Director, the Deputy Executive Director – Finance and Administration, and the Secretary of the Agency (each an "Authorized Officer"), each acting alone, are hereby authorized and directed to execute the Bonds on behalf of the Agency by manual or facsimile signature, in the form set forth in the Indenture (described below), with such changes, deletions and insertions as may be approved by such Authorized Officer upon consultation with legal counsel to the Agency, such approval being conclusively evidenced by the execution and delivery thereof, and the Authorized Officers, each acting alone, are hereby authorized and directed to attest the Bonds in said form and otherwise in accordance with the Indenture. The Bonds, when executed, shall be delivered to or upon the order of the purchaser of the Bonds.
2. The Indenture, dated as of December 1, 2000, by and between the Agency and BNY Western Trust Company, as trustee (the "Trustee"), the Loan Agreement, dated as of December 1, 2000, by and among the Agency, the Trustee and the Borrower, the Regulatory Agreement and Declaration of Restrictive Covenants, dated as of December 1, 2000, by and between the Agency and the Borrower, the Intercreditor Agreement, dated as of December 1, 2000, among the Agency, the Trustee and Citibank, and the Bond Purchase Agreement, to be dated the date of the sale of the Bonds, among the Agency, the Borrower and Solomon Smith Barney Inc. (the "Underwriter") (collectively, the "Revised Bond Documents"), and the Agency Standby Payment Agreement, dated as of December 1, 2000, by and between the Agency and the Borrower (the "Revised Payment Obligation"), in the forms lodged with Agency General Counsel, are hereby

and all documents and certificates (including, without limitation, those referenced in the Revised Bond Documents, and otherwise in connection with tax compliance matters and an assignment of a deed of trust securing repayment of the Loan to the Trustee) which they may deem necessary or advisable in order to consummate the lawful issuance, sale and delivery of the Bonds and the funding of the Loan, and otherwise to implement the purposes of this Resolution.

APPROVED AS TO FORM:

for 

Bertha A. Ontiveros
Agency General Counsel